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04/18/2016	201610900434	AMENDED/RESTATED ARTICLES (AMA)	50.00	300.00	0.00	0.00	0.00

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THOMPSON HINE LLP  
CAROL R. RUSSELL  
41 S. HIGH STREET, SUITE 1700  
COLUMBUS, OH 43215

# STATE OF OHIO CERTIFICATE

**Ohio Secretary of State, Jon Husted**  
**2252914**

It is hereby certified that the Secretary of State of Ohio has custody of the business records for  
**CUYAHOGA COUNTY CONVENTION FACILITIES DEVELOPMENT CORPORATION**

and, that said business records show the filing and recording of:

Document(s)

**AMENDED/RESTATED ARTICLES**

Effective Date: 04/18/2016

Document No(s):

**201610900434**



United States of America  
State of Ohio  
Office of the Secretary of State

Witness my hand and the seal of the  
Secretary of State at Columbus, Ohio this  
18th day of April, A.D. 2016.

**Ohio Secretary of State**



Form 541 Prescribed by:

**JON HUSTED**  
 OHIO SECRETARY OF STATE

 Toll Free: (877) SOS-FILE (877-767-3453)  
 Central Ohio: (614) 466-3910

[www.OhioSecretaryofState.gov](http://www.OhioSecretaryofState.gov)  
[busaenr@OhioSecretaryofState.gov](mailto:busaenr@OhioSecretaryofState.gov)
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 P.O. Box 1329  
 Columbus, OH 43216

 Expedite Filing (Two business day processing time.  
 Requires an additional \$100.00)

 P.O. Box 1390  
 Columbus, OH 43216

## Certificate of Amendment (Nonprofit, Domestic Corporation) Filing Fee: \$50

 RECEIVED  
 APR 18 AM 10:58  
 CLIENT SERVICE UNIT

Check the appropriate box:

☐ Amendment to existing Articles of Incorporation by Members pursuant to Ohio Revised Code section 1702.38(C) (128-AMD)

☒ Amended and Restated Articles by Members pursuant to Ohio Revised Code section 1702.38(D) or by Directors pursuant to Ohio Revised Code section 1702.38(E) (126-AMAN) - The following articles supersede the existing articles and all amendments thereto.

Complete the following information:

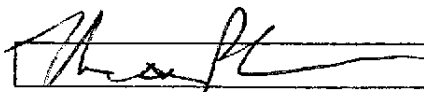
 Name of Corporation 

 Charter Number 
**A copy of the resolution of amendment must be attached to this document.**

Note: If amended and restated articles were adopted, amended articles must set forth all provisions required in original articles other than with respect to the initial directors pursuant to Ohio Revised Code section 1702.38(A). In the case of adoption of the resolution by the directors, a statement of the basis for such adoption shall be provided.


**Required**

Must be signed by an authorized officer of the Corporation pursuant to the Ohio Revised Code section 1702.38(G).



Signature

If authorized representative is an individual, then they must sign in the "signature" box and print their name in the "Print Name" box.



By (if applicable)

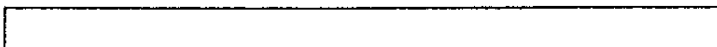
Matt Carroll, President

Print Name

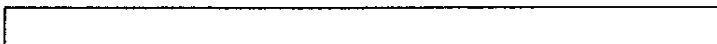
If authorized representative is a business entity, not an individual, then please print the business name in the "signature" box, an authorized representative of the business entity must sign in the "By" box and print their name in the "Print Name" box.



Signature



By (if applicable)



Print Name

ATTACHMENT TO  
CERTIFICATE OF AMENDMENT  
OF  
THE ARTICLES OF INCORPORATION OF  
CUYAHOGA COUNTY CONVENTION FACILITIES  
DEVELOPMENT CORPORATION

The following resolutions with respect to the amendment and restatement of the Articles of Incorporation of Cuyahoga County Convention Facilities Development Corporation, an Ohio non-profit corporation (the "Corporation"), were approved and adopted by all of the Directors of the Corporation (acting as the members of the Corporation pursuant to Section 1702.14 of the Ohio Revised Code), at a meeting duly called and held on April 18, 2016 at which a quorum was present:

RESOLVED, that the Amended and Restated Articles of Incorporation of the Corporation in substantially the form circulated to the Directors and attached hereto, hereby are adopted to supersede the existing Articles of Incorporation; and

RESOLVED FURTHER, that the Officers of the Corporation are hereby directed to undertake such notices, filings, and other actions necessary or desirable to effect the adoption of the Amended and Restated Articles of Incorporation and the adoption of the Amended and Restated Code of Regulations, including without limitation the filing of the Amended and Restated Articles of Incorporation with the Ohio Secretary of State.

AMENDED AND RESTATED  
ARTICLES OF INCORPORATION  
OF  
CUYAHOGA COUNTY CONVENTION  
FACILITIES DEVELOPMENT CORPORATION

**FIRST.** The name of the Corporation is Cuyahoga County Convention Facilities Development Corporation.

**SECOND.** The place in the State of Ohio where the principal office of the Corporation is located is the City of Cleveland in Cuyahoga County.

**THIRD.** The Corporation is organized and shall be operated for the purposes of promoting the common good and general welfare of the residents of Cuyahoga County, Ohio, by engaging in activities, including those described below, to promote the revitalization of Greater Cleveland and Cuyahoga County, to enhance the creation of new employment opportunities in Greater Cleveland and Cuyahoga County, to support the economic growth of Greater Cleveland and Cuyahoga County, and to lessen the burdens of government by conducting activities for and on behalf of Cuyahoga County and its governmental instrumentalities that otherwise would be undertaken by such bodies and instrumentalities. The Corporation expects to undertake the following activities in furtherance of these purposes:

1. For and on behalf of Cuyahoga County, manage by contracting with a professional facilities manager or managers ("Facilities Manager"), the Cuyahoga County-owned Cleveland Convention Center and the Global Center for Health Innovation;
2. Oversee the operations of the Cleveland Convention Center and the Global Center for Health Innovation in a manner to promote Cleveland as an optimal destination for companies, institutions, associations, and other persons seeking to conduct conventions, forums, meetings, and other events;
3. Assist Cuyahoga County in the promotion of Greater Cleveland as a destination location for conventions, forums, meetings, and other events to enhance the

economic revitalization of the region and, in that connection, act as a convener among the Facilities Manager, The Convention and Visitors Bureau of Greater Cleveland, Inc., an Ohio nonprofit corporation doing business as Positively Cleveland (herein "Positively Cleveland"), the convention headquarters hotel and other hoteliers associated with the Cleveland Convention Center and the Global Center for Health Innovation and their management companies, and other key stakeholders in the Cleveland Convention Center and the Global Center for Health Innovation, including among those activities coordinating regular meetings among the foregoing parties;

4. Hold, administer, manage, and disburse cash and other property, real and personal, and keep records that account for the same, all for the purposes stated in these Articles of Incorporation and in accordance with the procedures therefor agreed to with Cuyahoga County; and

5. Do whatever is deemed necessary, useful, advisable, or conducive to effectuate the purposes of the Corporation, including the exercise of all other authority and powers permitted to corporations generally by virtue of the provisions of the Ohio Nonprofit Corporation Law, except as expressly provided in these Articles of Incorporation, the Code of Regulations, or the procedures for the conduct of the Corporation's affairs agreed to with Cuyahoga County.

The Corporation shall carry on only such activities as are consonant with the purposes set forth in this Article THIRD. No part of the net earnings of the Corporation shall inure to the benefit of any Incorporator or Director of the Corporation, or of any other private individual, except that the Corporation is authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in this Article THIRD. No activity of the Corporation shall consist of participating in or intervening in (including the publishing or distributing of statements), any political campaign on behalf of or in opposition to any candidate for public office.

**FOURTH.** The Corporation shall have no Members.

**FIFTH.** The Corporation may be dissolved upon the adoption of a resolution of dissolution (i) without a meeting, by the written consent of all the Directors, or (ii) at a meeting of the Board of Directors held for that purpose, by the vote of two-thirds (2/3rds) of the full number of Directors. Upon the dissolution of the Corporation, the Directors

shall, after paying or making provision for the payment of all liabilities of the Corporation, distribute all of the assets of the Corporation to Cuyahoga County, Ohio, so long as it continues to qualify as a political subdivision described in section 170(c)(1) of the Internal Revenue Code. If for any reason the Board of Directors fails to so distribute any such assets, the assets not so disposed of shall be distributed by the Court of Common Pleas of Cuyahoga County to Cuyahoga County, Ohio, so long as it continues to qualify as a political subdivision described in section 170(c)(1) of the Internal Revenue Code.

**SIXTH.** The Directors of the Corporation shall be selected as provided in the Corporation's Code of Regulations. The Corporation shall conduct the meetings of its Board of Directors and any committee of the Board in a manner that closely corresponds to Cuyahoga County Code, Chapter 105, solely as it relates to open meetings requirements, except that Board members or Board committee members may attend and participate in such meetings by any electronic means, in accordance with the Code of Regulations, in any duly called Board or Board committee meeting properly noticed for a designated time and place. The Corporation shall operate in a manner that closely corresponds to Cuyahoga County Code, Chapter 106, solely as it relates to public records requirements. The term "closely corresponds" recognizes that the Corporation is not a governmental entity and is intended to provide the Corporation with flexibility in dealing with matters of open meetings and public records; it shall not be interpreted to mean that allowing the Corporation's Directors to participate in meetings of the Board and any committee of the Board by electronic means is the only manner in which the Corporation may deviate from adherence to Cuyahoga County Code Chapters 105 and 106.

**SEVENTH.** These Articles of Incorporation may be amended, or new Articles of Incorporation may be adopted (i) without a meeting, by the written consent of all the

Directors, or (ii) at a meeting of the Board of Directors held for that purpose, by the vote of a majority of the full number of Directors of the Corporation, which majority shall include a majority of all those Directors of the Corporation appointed or selected by either or both of the Cuyahoga County Executive and the Cuyahoga County Council President.

**EIGHTH.** All references in these Articles of Incorporation to Sections of the Internal Revenue Code shall be considered references to the Internal Revenue Code of 1986, as from time to time amended, and to the corresponding provisions of any similar law subsequently enacted, and to all regulations issued under those Sections and provisions.

**NINTH.** These Amended and Restated Articles of Incorporation supersede the existing Articles of Incorporation of the Corporation.

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